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UNITED STATES BANKRUPTCY COURT
SOUTHERN DISTRICT OF NEW YORK
WHITE PLAINS DIVISION

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IN RE:

CHAPTER 11

FKF3, LLC

CASE NO. 10- 37170 (CGM)

Debtor.

AFFIDAVIT UNDER LOCAL
BANKRUPTCY RULE 1007-2

-----X
STATE OF NEW YORK)
)S.S.:
COUNTY OF DUTCHESS)

WAYNE DAY, being duly sworn, deposes and says:

1. That he is the manager of the debtor corporation herein and makes this Affidavit pursuant to Rule 1007-2 of the Rules of this Court.

2. That there are no other or prior Bankruptcy Proceeding filed by or on behalf of the corporation.

3. That the names and addresses of all the known creditors are attached to the debtor's Chapter 11 petition.

4. The debtor is not involved in any lawsuits now pending, aside from those listed in the Chapter 11 Petition at Statement of Financial Affairs, Question #4.

5. That there is no property of the debtor in the possession or custody of any public officer, receiver, trustee or assignee for the benefit of creditors, mortgagee pledge or assignee or rents.

6. The debtor has no shares of stock, debentures or other securities which are publicly held.
7. The estimated amount of the weekly payroll to employees of the debtor is \$0.00 as the debtor has ZERO (0) employees.
8. The estimated pro forma operating expenses for a typical thirty (30) day period will be limited to accounting fees, attorneys fees and miscellaneous management expenses which will vary on a month to month basis.
9. It is estimated that the debtor will not make a profit from this business operations for a period of thirty (30) days following the filing of the Chapter 11 petition.
10. The debtor's financial difficulties have been caused by the following circumstances:

The inability to properly collect on pre-petition notes and receivables required a Chapter 11 filing to effectuate an orderly liquidation.
11. The debtor's first day Orders include retention of counsel pursuant to 11 U.S.C. §327. The debtor will not be filing a Motion for an Order Authorizing Payment of Wages to Employees pursuant to Bankruptcy 9014 and 11 U.S.C. §§ 105 and 507 as all employee wages have been paid as of the filing date.
12. It is respectfully submitted that the best interest of the creditors, the debtor and the community it would be a service in allowing the debtor to continue its business. Otherwise, in the event of liquidation, unsecured creditors would receive little if anything in the way of a dividend. If the operations are continued and a Plan can be negotiated with creditors, the results will be the rehabilitation of the debtor. For all of the above reasons, the debtor desires to continue the

operations of its business.

FKF3, LLC

By: /s/ Wayne Day

Wayne Day, Manager

Sworn to before me this
24th day of August, 2010

/s/ Jamie L. Lakin

Jamie L. Lakin

Notary Public, State of York

Residing in Ulster County

Commission Expires 2/17/2012